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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:	)	
	)	
EASY STREET HOLDING, LLC, <i>et al.</i> ,	)	Bankruptcy Case No. 09-29905
	)	Jointly Administered with Cases
Debtors.	)	09-29907 and 09-29908
	)	
Tax ID Numbers:	)	Chapter 11
35-2183713 (Easy Street Holding, LLC),	)	
20-4502979 (Easy Street Partners, LLC), and	)	Honorable R. Kimball Mosier
84-1685764 (Easy Street Mezzanine, LLC)	)	
	)	

**SECOND LIMITED OBJECTION AND RESERVATION OF RIGHTS OF WESTLB, AG  
TO SECOND INTERIM FEE REQUEST OF CROWELL & MORING**

WestLB, AG, a secured creditor in the above-captioned case and as agent under a Senior Loan Agreement (“WestLB”),<sup>1</sup> by and through its counsel, hereby makes this limited objection and reservation of rights (this “Limited Objection”) to Crowell & Moring LLP (“C&M” or the “Professionals”) second professional fee request (“Second Fee Request”). In support hereof, WestLB represents as follows:

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<sup>1</sup> Any capitalized terms not defined herein shall have the definitions set forth in the Loan Documents.

1. On December 15, 2009, this Court entered an Order Approving Motion and Establishing Monthly Fee and Expense Reimbursement Procedures [Docket No. 217] (“Fee Order”) approving the motion filed by Easy Street Partners, LLC (“Partners”), Easy Street Mezzanine, LLC (“Mezzanine”), and Easy Street Holding, LLC (“Holding”, collectively with Partners and Mezzanine, the “Debtors”).

2. Pursuant to the Fee Order, this Court approved monthly interim compensation and reimbursement of persons or entities currently retained or who may be retained in the future by the Debtors or the Official Committee of Unsecured Creditors (the “Committee”), except for the co-manager BDRC 4Site, LLC and the consultant, Gemstone Hotels and Resorts, LLC, who are paid monthly outside the procedures approved by the Fee Order.

3. On December 26, 2009, WestLB filed its first Limited Objection and Reservation of Rights to Interim Fee Requests of Professionals [Docket No. 233] (“First Fee Objection”) objecting to the Professionals fee requests. To WestLB’s knowledge, the Debtors have not made adjustments in its December 2009 distribution to the Professionals to reflect any amounts objected to in WestLB’s First Fee Objection.

4. On January 15, 2010, C&M requested \$146,802.00 in fees and \$8,877.97 in expenses.<sup>2</sup>

a. Of this amount, \$54,279.25 is attributed to the Adversary Proceeding (\$50,821.00<sup>3</sup> in fees and \$3,458.25 in expenses). The Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Adequate Protection to WestLB, AG (the “Stipulation”) expressly provides that any fees incurred in connection with the Adversary Proceeding shall only be paid upon recovery by the Partners.<sup>4</sup>

b. WestLB hereby objects to including in the Fee Request the amount of \$54,279.25 and any other amounts incurred in connection with the Adversary Proceeding.

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<sup>2</sup> Because the legal professionals share pro-rata in the distribution of fees, the determination of the amount to be paid to C&M should be made after all other requests for payment of fees have been filed.

<sup>3</sup> See C&M’s Second Fee Request, Exhibit A, Invoice Numbers 1314397 and 1314403.

<sup>4</sup> Any fees and expenses associated with the Adversary Proceeding incurred as of January 1, 2010 and after may be paid only after all other fees and expenses have been paid.

c. Further, WestLB requests that any amounts held as a pre-petition retainer (estimated to be \$25,000<sup>5</sup>) be applied to reduce the amount of the Fee Request.

d. WestLB reserves the right to object to any other portion of C&M's Second Fee Request not otherwise objected to herein. Any failure to object to any other fees shall not be construed as a waiver of such right.

WHEREFORE, for the reasons stated herein, WestLB makes a limited objection and reservation of rights to the Debtors' Counsel Second Fee Requests.

Dated this 25<sup>th</sup> day of January, 2010.

/s/ Benjamin J. Kotter  
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Peggy M. Hunt  
Benjamin J. Kotter  
DORSEY & WHITNEY LLP

*and*

Richard W. Havel  
SIDLEY AUSTIN LLP  
*Attorneys for WestLB, AG*

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<sup>5</sup> See C&M's Application for an Order Pursuant to §§ 327(a) and 329(a) of the Bankruptcy Code, and Rules 2014(a) and 2016 (b) Authorizing the Retention and Employment of Crowell & Moring LLP as Counsel for the Debtors Effective as of the Petition Date [Docket No. 60].